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Florida Department of State
Division of Corporations
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merger

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MERGER OR SHARE EXCHANGE

SISTERS OF THE GOOD SHEPHERD PROVINCE OF
MID-AMERICA

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ARTICLES OF MERGER
(Not for Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Sisters of the Good Shepherd Province of Mid-North America Foundation	Missouri	N/A

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Good Shepherd Corporation of Orlando, Inc.	Florida	N96000001003
Home of the Good Shepherd	Minnesota	N/A

Third: The Plan of Merger is attached.

See attached Attachments 1, 2 & 3.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

(Attach additional sheets if necessary)

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Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
_____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on 9/12/2011. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR 0 AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on 9/12/2011. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 3 FOR 0 AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer.</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>Sisters of the Good Shepherd Province</u>		<u>Sister Mary Catherine Massei, RGS</u>
<u>of Mid-North America Foundation</u>	<u>Sr. Mary Catherine Massei, RGS, PRESIDENT</u>	
<u>Good Shepherd Corporation of</u>		<u>Sister Mary Catherine Massei, RGS</u>
<u>Orlando, Inc.</u>	<u>Sr. Mary Catherine Massei, RGS, CHAIR</u>	
<u>Home of the Good Shepherd</u>	<u>Sr. Mary Catherine Massei, RGS</u>	<u>Sister Mary Catherine Massei, RGS</u>
		<u>CHAIR</u>

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PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Sisters of the Good Shepherd Province of Mid-
North America Foundation

Missouri

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Good Shepherd Corporation of Orlando, Inc.

Florida

Home of the Good Shepherd

Minnesota

The terms and conditions of the merger are as follows:

See attached Attachments #1, 2 and 3.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

None

Other provisions relating to the merger are as follows:

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Attachment 1

PLAN OF MERGER

At a meeting of the Board of Directors of Good Shepherd Corporation of Orlando, Inc. at which a quorum was present, held on September 12, 2011, same receiving a majority of the vote entitled to be cast by the Board of Directors of the corporation present or represented by proxy at such meeting, the following plan of merger was adopted:

**RESOLUTION OF THE BOARD OF DIRECTORS OF
GOOD SHEPHERD CORPORATION OF ORLANDO, INC.
(Florida Not for Profit Corporation)
AUTHORIZING MERGER WITH
SISTERS OF THE GOOD SHEPHERD PROVINCE OF
MID-NORTH AMERICA FOUNDATION
(Missouri Nonprofit Corporation)
HOME OF THE GOOD SHEPHERD
(Minnesota Non-Profit Corporation)**

RESOLVED, that the corporation Good Shepherd Corporation of Orlando, Inc. be merged with Sisters of the Good Shepherd Province of Mid-North America Foundation and Home of the Good Shepherd with the following plan of merger:

1. The date of merger of Good Shepherd Corporation of Orlando, Inc., Sisters of the Good Shepherd Province of Mid-North America Foundation and Home of the Good Shepherd shall be effective upon filing and acceptance of the Articles of Merger for record by the respective states in which filing is required.
2. Sisters of the Good Shepherd Province of Mid-North America Foundation, incorporated in the State of Missouri as a Missouri nonprofit corporation on December 6, 2001, Charter No. N00068109, shall be the surviving corporation.
3. All the property, rights, privileges, leases and patents of Good Shepherd Corporation of Orlando, Inc. are to be transferred to and become the property of Sisters of the Good Shepherd Province of Mid-North America Foundation.
4. The Officers and Board of Directors of Sisters of the Good Shepherd Province of Mid-North America Foundation shall continue in office until their successors are duly elected and qualified in accordance with the provisions of the Bylaws of Sisters of the Good Shepherd Province of Mid-North America Foundation.

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5. The registered agent and office of Sisters of the Good Shepherd Province of Mid-North America Foundation shall be Sister Mercy De Leon, RGS, 7654 Natural Bridge Road, St. Louis, Missouri 63121.
6. Sisters of the Good Shepherd Province of Mid-North America Foundation shall not transact business as a foreign corporation in the state of Florida.
7. Sisters of the Good Shepherd Province of Mid-North America Foundation may be sued and served with process in the state of Missouri in any proceeding involving any corporation that is a party to this merger. Sisters of the Good Shepherd Province of Mid-North America Foundation may also be sued and served with process in Florida in a proceeding involving Good Shepherd Corporation of Orlando, Inc. Sisters of the Good Shepherd Province of Mid-North America Foundation hereby authorizes service of process on it via registered or certified mail, return receipt requested, in connection with any proceeding involving Good Shepherd Corporation of Orlando, Inc.
8. The Articles of Incorporation of Sisters of the Good Shepherd Province of Mid-North America Foundation will not be amended as a result of this merger.

RESOLVED FURTHER, that the Officers of the corporation or any of them are authorized to execute any and all documents required to accomplish the actions authorized by this resolution.

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Attachment 2

PLAN OF MERGER

At a meeting of the Board of Directors of Sisters of the Good Shepherd Province of Mid-North America Foundation at which a quorum was present, held on September 12, 2011, same receiving a majority of the vote entitled to be cast by the Board of Directors of the corporation present or represented by proxy at such meeting, the following plan of merger was adopted:

**RESOLUTION OF THE BOARD OF DIRECTORS OF
SISTERS OF THE GOOD SHEPHERD PROVINCE OF
MID-NORTH AMERICA FOUNDATION
(Missouri Nonprofit Corporation)
AUTHORIZING MERGER WITH
GOOD SHEPHERD CORPORATION OF ORLANDO, INC.
(Florida Not For Profit Corporation)
HOME OF THE GOOD SHEPHERD
(Minnesota Non-Profit Corporation)**

RESOLVED, that the corporation Sisters of the Good Shepherd Province of Mid-North America Foundation be merged with Good Shepherd Corporation of Orlando, Inc. and Home of the Good Shepherd with the following plan of merger:

1. The date of merger of Sisters of the Good Shepherd Province of Mid-North America Foundation, Good Shepherd Corporation of Orlando, Inc. and Home of the Good Shepherd shall be effective upon filing and acceptance of the Articles of Merger for record by the respective states in which filing is required.
2. Sisters of the Good Shepherd Province of Mid-North America Foundation, incorporated in the State of Missouri as a Missouri nonprofit corporation on December 6, 2001, Charter No. N00068109, shall be the surviving corporation.
3. All the property, rights, privileges, leases and patents of Good Shepherd Corporation of Orlando, Inc. and Home of the Good Shepherd are to be transferred to and become the property of Sisters of the Good Shepherd Province of Mid-North America Foundation.
4. The Officers and Board of Directors of Sisters of the Good Shepherd Province of Mid-North America Foundation shall continue in office until their successors are duly elected and qualified in accordance with the provisions of the Bylaws of Sisters of the Good Shepherd Province of Mid-North America Foundation.

5. The registered agent and office of Sisters of the Good Shepherd Province of Mid-North America Foundation shall be Sister Mercy De Leon, RGS, 7654 Natural Bridge Road, St. Louis, Missouri 63121.
6. Sisters of the Good Shepherd Province of Mid-North America Foundation shall not transact business as a foreign corporation in the states of Florida or Minnesota.
7. Sisters of the Good Shepherd Province of Mid-North America Foundation may be sued and served with process in the state of Missouri in any proceeding involving any corporation that is a party to this merger. Sisters of the Good Shepherd Province of Mid-North America Foundation may also be sued and served with process in Florida or Minnesota in a proceeding involving a domestic corporation of such a state that is a party to this merger. The Secretary of State of Florida and the Secretary of State of Minnesota, respectively, are hereby appointed as authorized agents for service in any such proceeding in those jurisdictions.
8. All memberships of the merging corporations shall terminate as a result of this merger.
9. The Articles of Incorporation of Sisters of the Good Shepherd Province of Mid-North America Foundation will not be amended as a result of this merger.

RESOLVED FURTHER, that the Officers of the corporation or any of them are authorized to execute any and all documents required to accomplish the actions authorized by this resolution

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Attachment 3

PLAN OF MERGER

At a meeting of the Board of Directors of Home of the Good Shepherd at which a quorum was present, held on September 12, 2011, same receiving a majority of the vote entitled to be cast by the Board of Directors of the corporation present or represented by proxy at such meeting, the following plan of merger was adopted:

**RESOLUTION OF THE BOARD OF DIRECTORS OF
HOME OF THE GOOD SHEPHERD
(Minnesota Non-Profit Corporation)
AUTHORIZING MERGER WITH
SISTERS OF THE GOOD SHEPHERD PROVINCE OF
MID-NORTH AMERICA FOUNDATION
(Missouri Nonprofit Corporation)
GOOD SHEPHERD CORPORATION OF ORLANDO, INC.
(Florida Not for Profit Corporation)**

RESOLVED, that the corporation Home of the Good Shepherd be merged with Sisters of the Good Shepherd Province of Mid-North America Foundation and Good Shepherd Corporation of Orlando, Inc. with the following plan of merger:

1. The date of merger of Home of the Good Shepherd, Sisters of the Good Shepherd Province of Mid-North America Foundation and Good Shepherd Corporation of Orlando, Inc. shall be effective upon filing and acceptance of the Articles of Merger for record by the respective states in which filing is required.
2. Sisters of the Good Shepherd Province of Mid-North America Foundation, incorporated in the State of Missouri as a Missouri nonprofit corporation on December 6, 2001, Charter No. N00068109, shall be the surviving corporation.
3. All the property, rights, privileges, leases and patents of Home of the Good Shepherd are to be transferred to and become the property of Sisters of the Good Shepherd Province of Mid-North America Foundation.
4. The Officers and Board of Directors of Sisters of the Good Shepherd Province of Mid-North America Foundation shall continue in office until their successors are duly elected and qualified in accordance with the provisions of the Bylaws of Sisters of the Good Shepherd Province of Mid-North America Foundation.
5. The registered agent and office of Sisters of the Good Shepherd Province of Mid-North America Foundation shall be Sister Mercy De Leon, RGS, 7654 Natural Bridge Road, St. Louis, Missouri 63121.

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6. Sisters of the Good Shepherd Province of Mid-North America Foundation shall not transact business as a foreign corporation in the state of Minnesota.
7. Sisters of the Good Shepherd Province of Mid-North America Foundation may be sued and served with process in the state of Missouri in any proceeding involving any corporation that is a party to this merger. Sisters of the Good Shepherd Province of Mid-North America Foundation may also be sued and served with process in Minnesota in a proceeding involving Home of the Good Shepherd. Sisters of the Good Shepherd Province of Mid-North America Foundation hereby authorizes service of process on it via registered or certified mail, return receipt requested, in connection with any proceeding involving Home of the Good Shepherd.
8. The Articles of Incorporation of Sisters of the Good Shepherd Province of Mid-North America Foundation will not be amended as a result of this merger.

RESOLVED FURTHER, that the Officers of the corporation or any of them are authorized to execute any and all documents required to accomplish the actions authorized by this resolution.

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